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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 19b-4(e)

JAN 30 2006

DIVISION OF MARKET REGULATION

Information Required of a Self-Regulatory Organization Listing and Trading New Derivative
Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
American Stock Exchange LLC.



06023215

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Corporation

3. Class of New Derivative Securities Product: Index-Linked Note

4. Name of Underlying Instrument: S&P 500 Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow Based: Broad Based

6. Ticker Symbol(s) of New Derivative Product: IEL

PROCESSED

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

The companies trade either on the NYSE, American Stock Exchange, or the Nasdaq Stock Market.

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8. Settlement Methodology of New Derivative Securities Product:
Cash settlement on regular-way trades on the American Stock Exchange and settled through the National Securities Clearing corporation ("NSCC") on T+3.

9. Position Limits of New Derivative Securities Product (if applicable): Not Applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form: Dennis J. Meekins

Title: Vice President

Telephone Number: (212) 306-1302

Manual Signature of Official Responsible for Form:

Date: January 27, 2006

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	January 30, 2006



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

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JAN 30 2006

January 27, 2006

**BY FACSIMILE AND OVERNIGHT COURIER
202/ 772-9273**

DIVISION OF MARKET REGULATION

Securities and Exchange Commission
Division of Market Regulations
100 F. Street NE – Room 6628
Washington DC 20549
Attn: Gail Jackson – Paralegal Specialist

Re: Form 19b-4(e)

Dear Ms. Jackson:

The American Stock Exchange LLC hereby files Form 19b-4(e), with respect to the following:

- Citigroup Funding Inc. LASERS linked to the S&P 500 Index (IEL);
- Morgan Stanley & Co. PLUS linked to the S&P 500 Index (MZP); and
- Morgan Stanley & Co. Bear Market PLUS linked to the PHLX Housing Sector Index (MFP)

Listed pursuant to the Amex Company Guide Section 107.

Sincerely,

Attachment

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	JANUARY 30, 2006